

F99000000771

STITES & HARBISON PLLC
ATTORNEYS

256 West Main Street
2300 Lexington Financial Center
Lexington, KY 40507-1758
(859) 226-2300
(859) 253-9144 Fax
www.stites.com

November 1, 2001

Hon. Katherine Harris
Secretary of State
Capital, Plaza Level, Room 2
Tallahassee, FL 32399

David E. Longenecker
(859) 226-2224
dlongenecker@stites.com

RE: Franklin N. Gray Design Services, P.S.C.

600004850396--9
-01/31/02--01012--005
*****20.00 *****20.00

Dear Ms. Harris:

Enclosed please find an Application for Amendment to Certificate of Authority for the above-referenced entity. You will also find enclosed a check in the amount of \$20.00 for the filing fee. Please have same filed of record with your office.

Should you have any questions regarding the above, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

David E. Longenecker

DEL:mbt
Enclosures
AS08:25509:93932:LEXINGTON

600004850396--9
-01/31/02--01012--004
*****15.00 *****15.00

RECEIVED
01 NOV -6 PM 1:19
DIVISION OF CORPORATIONS

FILED
02 JAN 31 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/31/02
NIC
Amend
Spayne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 7, 2001

David E. Longenecker
Stites & Harbison PLLC
250 W. Main St., 2300 Lexington Fin. Ctr
Lexington, KY 40507-1758

SUBJECT: FRANKLIN N. GRAY DESIGN SERVICES, P.S.C.
Ref. Number: F99000000771

We have received your document for FRANKLIN N. GRAY DESIGN SERVICES, P.S.C. and check(s) totaling \$20.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The subject corporation's authority was revoked in Florida on September 21, 2001 for failure to file the 2001 uniform business report. To reinstate this entity the enclosed application should be completed and returned to this office with the reinstatement fee of \$750.

The amendment form submitted is for a nonprofit foreign corporation. As the subject corporation is a for profit corporation, the appropriate form is enclosed. The fee to file the amendment is \$35.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 101A00060524

RECEIVED
01 NOV 26 AM 8:19
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 16, 2002

David E. Longenecker
Sites & Harbison PLLC
250 W. Main St., 2300 Lexington Fin. Ctr
Lexington, FL 40507-1758

SUBJECT: FRANKLIN N. GRAY DESIGN SERVICES, P.S.C.
Ref. Number: F99000000771

We have received your document for FRANKLIN N. GRAY DESIGN SERVICES, P.S.C. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

I am returning the enclosed name change amendment as I never received the required certificate from the Secretary of State of Kentucky evidencing the amendment. I left several messages over the past two months but have had no response from your office.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 902A00001884

RECEIVED
02 JAN 31 AM 8:06
DIVISION OF CORPORATIONS



JOHN Y. BROWN III
SECRETARY OF STATE

CERTIFICATE

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF INCORPORATION OF

FRANKLIN N. GRAY DESIGN SERVICES, P.S.C. FILED MAY 7, 1992,

ARTICLES OF AMENDMENT CHANGING NAME TO GNF ARCHITECTS AND ENGINEERS,

P.S.C. FILED AUGUST 27, 2001.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal.

Done at Frankfort this 26TH day of

NOVEMBER, 2001

John Y. Brown III
Secretary of State, Commonwealth of Kentucky

ARTICLES OF INCORPORATION

OF

FRANKLIN N. GRAY DESIGN SERVICES, P.S.C.

300251
RECEIVED & FILED
MAY 1 5 57 PM '97
SEC. OF STATE

The undersigned, acting as incorporator of a corporation under Kentucky Revised Statutes Chapter 274, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: Franklin N. Gray Design Services, P.S.C.

ARTICLE II

674165

The professions to be practiced through the corporation are architecture and engineering.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of a single class, designated as common shares, all without a par value. The common shares shall have all the voting power of the corporation and shall be without distinction as to designations, preferences, limitations or relative rights and priorities.

ARTICLE IV

The street address of the initial registered office of the corporation is Kentucky Home Life Building, Louisville, Kentucky 40202 and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE V

The mailing address of the principal office of the corporation is 250 West Main Street, Suite 2500, Lexington, Kentucky 40507.

ARTICLE VI

The name and mailing address of the sole incorporator are:

<u>Name</u>	<u>Address</u>
Franklin N. Gray	250 West Main Street Suite 2500 Lexington, KY 40507

ARTICLE VII

The name and residence address of the sole original shareholder of the corporation are:

<u>Name</u>	<u>Address</u>
Franklin N. Gray	301 South Manover Lexington, KY 40507

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Franklin N. Gray	250 West Main Street Suite 2500 Lexington, KY 40507
Ron Lasley	250 West Main Street Suite 2500 Lexington, KY 40507
Terry Shaw	250 West Main Street Suite 2500 Lexington, KY 40507

ARTICLE IX

Each of the incorporators, shareholders, directors and officers of the corporation is a qualified person within the meaning of Kentucky Revised Statutes Chapter 274.


ARTICLE X

The corporation shall, to the fullest extent permitted by Kentucky law, indemnify any director, officer, employee or agent of the corporation from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities (including, but not limited to, judgments, fines, penalties and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal relating thereto), whether formal or informal, and whether made or brought by or in the right of the corporation or otherwise, in which such person is, was or at any time becomes a

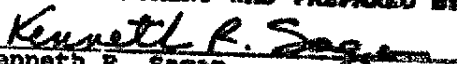
party or witness, or is threatened to be made a party or witness, or otherwise, by reason of the fact that such person is, was or at any time becomes a director, officer, employee or agent of the corporation or, at the corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

The indemnification authorized by this Article X shall not be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Articles or the Bylaws of the corporation, agreement, vote of shareholders or disinterested directors or otherwise. The corporation may take such steps as may be deemed appropriate by the board of directors to provide and secure indemnification to any such person, including, without limitation the execution of agreements for indemnification between the corporation and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Article.

DATED: May 6, 1992.


Franklin R. Gray, Incorporator

THIS INSTRUMENT WAS PREPARED BY:


Kenneth R. Sagan
STITFS & HARBISON
2300 Lexington Financial Center
250 West Main Street
Lexington, Kentucky 40507
(606) 254-2300

300251

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FRANKLIN N. GRAY DESIGN SERVICES, P.S.C.

08/27/2001 04:28 PM

John Y. Brown III
Secretary of State
Received and Filed
08/27/2001 04:28 PM
Fee Receipt: \$40.00
Chance - PAOA

Pursuant to the provisions of Section 271.B.10-060 of the Kentucky Business Corporation Act, Franklin N. Gray Design Services, P.S.C., a Kentucky Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

- I. The name of the Corporation is Franklin N. Gray Design Services, P.S.C.
- II. Article "I" of the Corporation's Articles of Incorporation is hereby

amended to read in its entirety as follows:

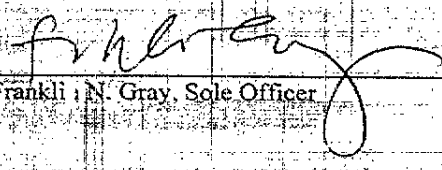
ARTICLE "I"

The name of the Corporation shall be: GNF Architects and Engineers, P.S.C.

- III. The foregoing amendment was approved by the unanimous consent of the shareholders of the Corporation by written consent dated July 10, 2001. All one hundred (100) shares of the Corporation's common stock were voted for this amendment, which number was sufficient for approval by such voting group.

IN WITNESS WHEREOF, the undersigned executed these Articles of Amendment to the Articles of Incorporation on behalf of the Corporation as of this 10th day of July, 2001.

FRANKLIN N. GRAY DESIGN SERVICES, P.S.C.

By: 
Franklin N. Gray, Sole Officer

THIS INSTRUMENT PREPARED BY:

David E. Longenecker
Suites & Harbison, PLLC
250 W. Main Street, Suite 2300
Lexington, KY 40507

COMMONWEALTH OF KENTUCKY



Permit No. 1740
to expire annually unless renewed.

By this
Permit

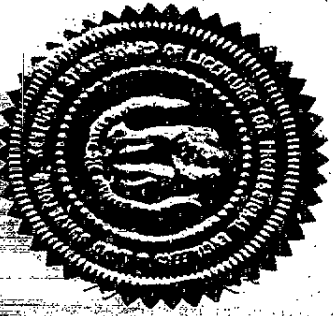
be it known, that
Franklin N. Gray Design Services, P.S.C.

has met all the requirements of law and is hereby authorized
to practice Engineering in the Commonwealth of Kentucky.

On witness whereof we have put our hand and seal
this 20th day of August 2001

Valerie A. Hudson

William F. M. Owen



Issued by the
Kentucky
State Board of Engineers
for
Professional Engineers and Land Surveyors

Secretary